



KUSAM ELECTRICAL INDUSTRIES LIMITED



36TH ANNUAL REPORT (2018-2019)



Mr. Chandmal P. Goliya
Whole Time Director

MISSION

KUSAM-MECO is committed to provide quality products and after sales services that meet customer's requirements and enhance their satisfaction through continual improvements. This shall be achieved through effective application of quality management system.

VISION

The vision of our Company is to be the one single source for all high quality and reliable Test and Measuring Instrument required by the Customer.

CORPORATE INFORMATION**❖ BOARD OF DIRECTORS:**

- Mr. Chandmal P. Goliya
- Mr. J. B. Sipani
- Mrs. Sushma Ranka
- Mr. Sushilkumar B. Jhunjhunwala
- Mr. Navin C. Goliya

❖ CHIEF FINANCIAL OFFICER

Mr. Naval S. Jha

❖ COMPANY SECRETARY

Ms. Amruta K. Lokhande

❖ AUDITORS

M/s. Chhajed & Doshi
(Chartered Accountants)
Andheri (E), Mumbai.

❖ SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.
Unit No. 49, Bldg No.13-A-B, 2nd Floor,
Samhita Commercial Co-Op. Soc. Ltd.
Off Andheri Kurla Road, MTNL Lane,
Sakinaka, Mumbai - 400 072

❖ BANKERS

Canara Bank, Mumbai

❖ REGISTERED OFFICE

G- 17, Bharat Industrial Estate,
T. J. Road, Sewree – West, Mumbai – 400015.
Email: kusam_meco@vsnl.com; sales@kusam-meco.co.in
Website: www.kusamelectrical.com

❖ CORPORATE OFFICE

1/F, Cidco Shopping Complex,
Plot No. 9, Rajiv Gandhi Marg,
Sanpada Sector 7, Navi Mumbai- 400705.

❖ LISTED IN STOCK EXCHANGE

Bombay Stock Exchange

CONTENTS

➤ **Notice of Annual General Meeting**

➤ **Directors' Report**

Annexure I- Particulars of Annual Return (MGT 9)

Annexure II- Particulars of Employees

Annexure III- Secretarial Audit Report for the year ended March 31, 2019

Annexure IV- Management Discussion and analysis Report

➤ **Independent Auditors' Report**

➤ **Balance Sheet**

➤ **Statement of Profit & Loss A/c**

➤ **Cash Flow Statements**

➤ **Notes to financial statements**

➤ **Attendance Slip with Route Map**

➤ **Proxy Form**

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Kusam Electrical Industries Ltd will be held on Friday, 27th September, 2019 at the Registered office situated at G-17, Bharat Industrial Estate, T. J. Road, Sewree (West), Mumbai- 400 015 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019, the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF DIRECTOR OR RETIREMENT BY ROTATION

To appoint a Director in place of Mr. Chandmal Parasmal Goliya (DIN 00167842) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. TO APPOINT MR. SUSHILKUMAR BHOORAMAL JHUNJHUNUWALA (DIN: 08351009) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Mr. Sushilkumar Bhooramal Jhunjhunuwala (DIN: 08351009), who was appointed as an Additional Director of the Company w.e.f. 11th February, 2019 by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sushilkumar Bhooramal Jhunjhunuwala as a candidate for the office of a Director of the Company, and on the recommendation of Nomination and Remuneration and Compensation Committee, be and is hereby appointed as an Independent director of the Company, not liable to Retire by Rotation and to hold office for five consecutive years with effect from 11th February, 2019 to 10th February, 2024.”

“RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

4. TO APPROVE THE APPOINTMENT OF MR. NAVIN CHANDMAL GOLIYA (DIN: 00164681) AS A DIRECTOR:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Navin Chandmal Goliya (DIN: 00164681), who was appointed as an Additional Director on February 11, 2019 who holds office up to the date of this Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of Director, and on the recommendation of Nomination and Remuneration and Compensation Committee be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. RE-APPOINTMENT OF MR. NAVIN CHANDMAL GOLIYA (DIN: 00164681) AS A DIRECTOR AND FIXATION OF HIS REMUNERATION

Mr. Navin Chandmal Goliya is an Electronic Engineer and having rich experience in the Company Line of business. Taking into consideration his knowledge and vast experience the board proposed to fixation of his remuneration and the same is recommended to the members for adoption in the forthcoming ensuing Annual General Meeting.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Qualifications of Directors) Rules 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the Rules made there under, and applicable provisions read with Schedule V to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of Article 133 of Article of Association of the Company and on the recommendation of Nomination and Remuneration and Compensation Committee, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Navin Chandmal Goliya (DIN: 00164681) as a Director of the Company and to hold office for a term of five consecutive years from the conclusion of 36th Annual General Meeting up to the conclusion of 40th Annual General Meeting and payment of Basic Remuneration which is hereby fixed at ₹ 1,80,000/- (Rupees One Lac Eighty Thousand only) per month from 1st October, 2019 as placed before the Board and is hereby approved and the same is recommended to the members for adoption in the forthcoming ensuing Annual General Meeting.”

Remuneration and other emoluments will be as under:-

1. Basic Salary: ₹ 1,80,000/- (Rupees One Lac Eighty Thousand only) per month.

2. Medical Expenses Reimbursement: Reimbursement of medical expenses incurred on him and his family to an extent of 20% of the Total Basic Salary.
3. Leave Travel Allowance: For him and his family once in a year to an extent of 30% of the Total Monthly Basic Salary.
4. Bonus as per the Rules of the Company.
5. Medical Insurance coverage of ₹ 8 Lacs for him and his family.
6. Accident Insurance coverage of ₹ 10 Lacs for him and his family.
7. Gratuity: Gratuity shall be as per the Company Rules.
8. Leave Entitlement & Encashment: Leave entitlement shall be as per the Company Rules. He shall be permitted to encash unavailed leave.
9. Conveyance: Provision of car for Company's business which includes fuel and other charges.
10. Telephone: Reimbursement of expenses incurred on telephone at residence and cell phones.
11. Club's membership fees: Reimbursement of membership fee for the club's, including yearly/ life membership fee.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board

Sd/-
Amruta Lokhande
Company Secretary

Registered Office:
G-17, Bharat Industrial Estate,
T. J Road, Sewree- West,
Mumbai- 400 015

Place - Mumbai
Date – 14-08-2019

NOTES:

- (1) A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint one or more Proxies to attend and vote on a poll instead of himself/herself and the Proxy so appointed need not be a Member of the Company. The instrument appointing the Proxy in order to be effective must be duly filed in all respects and should however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting Rights. A Member holding more than ten percent of the total Share Capital of the Company, carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Shareholder.

- (2) Corporate Members intending to send their Authorised Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (3) A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (4) Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting. The Attendance slip is annexed with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
- (5) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (6) In terms of Section 152 of the Companies Act, 2013 Mr. Chandmal Parasmal Goliya (DIN 00167842), Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The brief profile of Mr. Chandmal Parasmal Goliya (DIN 00167842), Director is given below and forms part of this Notice.
- (7) The Form should be signed by the Member as per the specimen signature registered with the Company. In case the shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (POA) on behalf of a Member may vote on the Form mentioning the Registration No. of the POA registered with the Company or attach notarially attested copy of the POA. Unsigned Form will be rejected.
- (8) The Company has notified closure of Register of Members and Share Transfer Books from 20th September, 2019 to 28th September, 2019 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
- (9) Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all

working days except, Sundays, up to and including the date of the Annual General Meeting of the Company.

- (10) Members holding shares in electronic form may note that bank particulars registered against their respective Depository Accounts will be used by the Company for payment of Dividend. The Company or its Registrars and Transfer Agents, M/s. Satellite Corporate Services Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or Bank mandates. Such changes are to be advised only to the Depository Participant by the Members.
- (11) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (12) Members, holding shares in physical form, are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
- (13) Members are requested to quote their Registered Folio No. on all correspondence with the Company.
- (14) Members desirous of getting any information in relation to the Company's Annual Report 2018-19 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.
- (15) As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Shares Capital and Debentures) Rules, 2014 as amended from time to time, Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.
- (16) Non-Resident Indian Members are requested to inform M/s. Satellite Corporate Services Private Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (17) Electronic Copy of the Annual Report 2018-19 is being sent to those Members whose e-mail addresses are registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent in the permitted mode. Members may note that this Annual Report will also be available on the Company's website at www.kusamelectrical.com
- (18) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Satellite Corporate Services Private Limited, for consolidation into a single folio.
- (19) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to M/s. Satellite Corporate Services Private Limited, Unit no. 49, Bldg No.

13-AB, 2nd floor, Samhita commercial co-op. soc ltd., off. Andheri Kurla road, MTNL Lane, Sakinaka, Mumbai-72.

- (20) Details of the Director retiring by rotation and seeking re-appointment [in pursuance to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]:

Name of Director	Shri Chandmal Parasmal Goliya
Date of Appointment	24/07/2001
Qualification	B.E., M.I.E, C.E.(I)
Expertise in specific functional area and years	37 years and above
List of Other Directorship held.	1. KUSAM-MECO IMPORT EXPORT PRIVATE LIMITED 2. MAHAVIR INSTRUMENTATION PVT LTD 3. KUSAM ELECTRICAL INSTRUMENTS LLP
Chairman/Member of the Committees of the Board of Directors of the Company	CHAIRMAN
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	1. KUSAM-MECO IMPORT EXPORT PRIVATE LIMITED 2. MAHAVIR INSTRUMENTATION PVT LTD 3. KUSAM ELECTRICAL INSTRUMENTS LLP
Shareholding in the Company	77800 (32.42%)

- (21) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (22) Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
- (23) The Members/ Claimants whose shares and unclaimed dividends has been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) alongwith requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.
- (24) SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 has decided that Securities of listed Companies can be transferred only in dematerialised form which shall come into force on the One hundred and eightieth day from 08th June, 2018. i.e. on or before 5th December, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.